

QUINN EMANUEL URQUHART OLIVER & HEDGES, LLP

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*Special Counsel For The Official Committee
Of Unsecured Creditors Of
Lehman Brothers Holdings Inc., et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:
	:
	Chapter 11
LEHMAN BROTHERS HOLDINGS INC.,	:
<u>ET AL.</u>,	:
	Case No. 08-13555 (JMP)
	:
	(Jointly Administered)
Debtors.	:
	:
	:
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**SECOND SUPPLEMENTAL DECLARATION OF SUSHEEL KIRPALANI
IN SUPPORT OF APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF LEHMAN BROTHERS HOLDINGS INC., ET AL., UNDER
11 U.S.C. §§ 328 AND 1103 AND FED. R. BANKR. P. 2014 AND 5002, FOR
ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF QUINN
EMANUEL URQUHART OLIVER & HEDGES, LLP, AS SPECIAL COUNSEL,
NUNC PRO TUNC TO SEPTEMBER 17, 2008**

Susheel Kirpalani hereby declares, under penalty of perjury:

1. I am a member of the firm of Quinn Emanuel Urquhart Oliver & Hedges, LLP (“Quinn Emanuel” or the “Firm”), a law firm with offices at 51 Madison Avenue, New York, New York 10010, and in Los Angeles, San Francisco, Silicon Valley, California, London, England, and Tokyo, Japan.

2. I submit this declaration in connection with the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Lehman Brothers Holdings Inc. and its affiliated debtors in possession (collectively, “Lehman”), to retain and employ Quinn Emanuel *nunc pro tunc* effective as of September 17, 2008, as special counsel for the Creditors’ Committee in the above-captioned cases, pursuant to sections 328 and 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”), and Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

3. Unless otherwise stated in this declaration, I have personal knowledge of the facts set forth herein. I will supplement the Initial Declaration (as defined below) if additional relevant information becomes available during the pendency of these cases.

4. On October 21, 2008, Quinn Emanuel, on behalf of the Creditors’ Committee, filed the Application. I filed an initial declaration (the “Initial Declaration”), dated October 21, 2008, in support of the Application. On November 10, 2008, I filed a supplemental declaration in support of the Application (the “First Supplemental Declaration”).

5. On November 21, 2008, the Bankruptcy Court entered the Final Order Under 11 U.S.C. §1103(A) And Fed. R. Bankr. P. 2014 And 5002, Authorizing Retention And Employment Of Quinn Emanuel Urquhart Oliver & Hedges, LLP As Special Counsel To The Official Committee Of Unsecured Creditors Of Lehman Brothers Holdings Inc. Et Al., Nunc Pro Tunc To September 17, 2008 (the “Final Order”). Among other things, the Final Order granted the Application and approved Quinn Emanuel’s retention as special counsel to the Creditors’ Committee.

6. Since the filing of the First Supplemental Declaration, Quinn Emanuel attorneys have been asked to represent Nomura Securities Co., Ltd. or its affiliates (“Nomura”) in connection with potential claims Nomura may assert against third parties that are not affiliated with Lehman or its non-debtor affiliates, but that relate to assets acquired from certain non-debtor affiliates of Lehman. Quinn Emanuel has established an ethical wall between attorneys representing the Creditors’ Committee and attorneys representing Nomura in the event that Quinn Emanuel is requested to represent the Creditors’ Committee in any matter adverse to Nomura. Nomura has waived any potential conflict arising out of Quinn Emanuel’s representation of the Creditors’ Committee, and Quinn Emanuel is not precluded from being adverse to Nomura, including commencing litigation against Nomura on behalf of the Creditors’ Committee. As previously disclosed in the Initial Declaration, Quinn Emanuel will not represent any entity, other than the Creditors’ Committee, in connection with Lehman’s bankruptcy cases.

7. The foregoing statements are true and correct to the best of my knowledge, information and belief.

December 8, 2008

/s/ Susheel Kirpalani
Susheel Kirpalani
A Member of the Firm